

NOTICE OF ANNUAL GENERAL MEETING

The twenty eighth Annual General Meeting of Shared Interest Society Limited will be held from 10.30 (registration from 10am) on Friday 9 March 2018 at Northern Design Centre, Baltic Business Quarter, Abbott's Hill, Gateshead, NE8 3DF for the following purposes:

1. to receive the Society's accounts for the year ended 30 September 2017 and the reports of the Directors and the Auditor;
2. to receive the Society's Social Accounts for the year ended 30 September 2017 and the report of the Social Audit Panel;
3. to indicate satisfaction with the arrangements for determining the pay of Executive Directors that are the subject of the report by the Remuneration Committee in the Directors' report;
4. to re-appoint the firm of PricewaterhouseCoopers LLP as the Auditor of the Society and to authorise the Directors to fix the remuneration of the Auditor for the year ending 30 September 2018;
5. to receive a report from the Council;
6. to receive public declarations of support for the Society's object from all candidates for election;
7. to receive the results of the postal ballot for the election of the following members of the Society as Directors: David Bowman and Mary Coyle;
8. to receive the results of the postal ballot for the election of the following members of the Society as members of Council: Rod Gilpin, Andy Normandale and Martin Canning.

By order of the Board
T D Morgan, Secretary
13 December 2017

Registered Office:
Pearl Assurance House, 7 New Bridge Street West, Newcastle upon Tyne, NE1 8AQ

NOTES TO RESOLUTIONS

Note to Resolution 3

Executive Directors' pay and conditions are set, within policies agreed by the whole Board, by a Remuneration Committee comprising three Non-Executive Directors, Pauline Radcliffe (Chair), Martin Kyndt and Mary Coyle (Board Chair). It is good practice to ask members at the AGM to indicate whether they are happy with the arrangements for making decisions about executive pay and the results of those decisions as set out in the Notes to the Accounts (see note 6 of the Directors' Report and Financial Statements). This vote is not binding on the Directors but provides an indication of members' views, so that those views can be reflected in future policy and decisions.

Note to Resolution 4

During the year, the Audit Committee undertook a tender to review the provision of external audit services, with further details of this provided in the Audit Committee section of the Report of the Directors at the front of the annual financial statements. The outcome of this was to recommend to the Board the re-appointment of PwC as auditor. This recommendation was accepted but the Committee will continue to review audit arrangements periodically and remains open-minded about other options.

Note to Resolutions 7 & 8

Directors have decided, as provided for in Rule 32 and 33G, that the election of Directors and Council members will be conducted by postal ballot. The results of the ballot will be announced at the AGM. The elections for Directors are not contested. The Society operates a system of rotation (Rules 33 and 34) so that one third of eligible Directors and Council members stand for re-election each year. David Bowman and Mary Coyle are retiring as Directors but standing for re-election under rule 34 as explained on page 4 of the Directors' Report and Financial Statements.

Rod Gilpin is retiring by rotation and seeking re-election. Andy Normandale joined Council last year as a new randomly chosen member and is standing for election by the members at this AGM. You can read the statements from both candidates on the next page. Randomly selected candidates are not subject to contested election.

Martin Canning, one of the three non-randomly chosen Council members and the Joint Moderator of Council, is retiring by rotation and standing for re-election. Due to his role as Joint Moderator, Council has determined that this election will be uncontested in 2018.

VOTING / PROXY CARD VOTING

To vote in the election of Directors and Council members please use the voting card supplied in the post or online. There will be no opportunity to vote in the election of Directors and Council members at the AGM.

This form also allows you to tell us whether you will be at the AGM. If you expect to attend in person, please mark the attendance box, complete your details and sign the registration card before sending it back to us in the Freepost envelope.

You can also complete the form online using the member portal. If you have not registered to use the member portal, and would like to do so, please contact our membership team on tel: 0191 2339102 or email: membership@shared-interest.com.

If you cannot attend the AGM in person, you can appoint another member or the Chair to vote for you (on resolutions that are not elections) as proxy on the enclosed card. You can only appoint the Chair as proxy on your behalf if you give specific directions to vote for or against each resolution. Any votes you indicate on the card do not bind you if you attend the meeting in person.

In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. Seniority shall be determined by the order in which the names of the holders stand in the register of members. While only one among joint members has the formal right to attend other than as a proxy, the others will be welcome in any case as guests.

A member, being a Society or company, may appoint a representative. For the AGM to be valid, votes must be registered in person or by proxy by a quorum of at least 5% of the membership, so please do return the proxy card with your votes if you cannot attend.

Latest date for votes or receipt of proxies

If you wish to vote or to appoint a proxy, we must receive your card in our registered office **not later than 11.00am on Wednesday 7 March 2018.**

STATEMENTS OF THE CANDIDATES FOR ELECTION

Council

Martin Canning



An investor for 10 years, Martin says he is immensely impressed by what the Society has achieved in that time. Martin has served on Council for 3 years, taking on the role as Joint Moderator in the past year. He is a shareholder and local supporter of Traidcraft and an investor in CaféDirect. He believes in investing personal assets for positive impact not simply for greatest return. Living in the Bristol area for 30 years, he has spent his working life in sales, commercial and business development at a senior management level. After working in Tanzania for 2½ years, he understands some of the issues people face, particularly with access to finance. He is a Reader in Bath & Wells Diocese, and a PCC member. He is also a Trustee of USPG and of a local charity (Backwell Life). He looks forward to continuing his role on Council as one of the membership's representative voices.

Rod Gilpin



Rod is a retired mathematics teacher who lives in Darlington with his wife Pauline. His interests include fell walking, Christian faith, playing chess for Darlington, coin collecting and seeing his three children and three grandchildren grow up. Rod joined Shared Interest in 2006 and was randomly selected to Council in 2013. He says he has been increasingly impressed with the love and justice shown by Shared Interest in providing financial services to help people trade their way out of poverty, which, he believes, is more beneficial than giving to charity in the long term.

Andy Normandale



Andy is a peripatetic music teacher from York teaching guitar and ukulele. Before teaching he worked for 15 years in computers at Rowntrees and Nestle. His interests outside work are running, fell walking and gardening and he is in a ukulele collective called the Grand Old Uke of York (albums available on request!). He is married with two grown up daughters and in the last couple of years has very much enjoyed being a granddad. He has been a member of Shared Interest for many years having been attracted by the idea of supporting people in the Developing World work their own way out of poverty.

Board

David Bowman



David studied politics at Durham University. He then became a Chartered Accountant specialising in audit before joining a technology co. as Finance and Personnel Director. For the last 20 years he has worked with a varying portfolio of organisations as their part-time Finance Director. David campaigned for Jubilee Debt Cancellation and Trade Justice and was Director of a fair trade shop in Oxford. David is Chair of the Core Coalition and was also a Non-Executive Director of Traidcraft, chairing their audit committee from 2004-13.

Mary Coyle



Mary is a trustee of Newcastle University staff pension plan and a Deputy Lieutenant for the County of Tyne and Wear. Mary is also a Non-Executive Director of Gentoo Group. She is also Deputy Lay Chair for North Tyneside NHS Clinical Commissioning Group. Previously Mary was the Regional Director of Common Purpose for 10 years, and therefore has significant experience in leadership development.

The Directors' Report and Financial Statements and the Social Accounts are available to download from our website.

Shared Interest Society Limited
is registered with the Registrar of Mutual Societies, number 27093R.

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ANNUAL GENERAL MEETING

FRIDAY 9 MARCH 2018

Northern Design Centre, Baltic Business Quarter, Abbott's Hill, Gateshead, NE8 3DF

Directions

Located near Gateshead Quayside, the nearest metro station is Gateshead Interchange and from here you can catch the Quaylink Q1 bus to the venue. From Newcastle train station (Central Station), you can catch the Quaylink Q2 bus to the venue.

Please note: there is no parking available at the venue but public car parks are available nearby. www.gateshead.gov.uk/DocumentLibrary/Transport/Leaflets/parkingmap.pdf

Programme

- 10.00** Member registration
- 10.30** Welcome
- 10.45** Overview of the year's activities
- 11.45** Q&As
- 12.15** Formal AGM including Council feedback
- 12.35** Lunch
- 13.30** Close of the main event
- 13.30-15.00** Strategic review workshop (optional)

To help us organise the event we would be grateful if you could let us know if you are able to attend by **completing the voting card enclosed**.

The voting card also includes a postal ballot section for the election of Directors and Council Members as this **will not be voted on at the AGM**.

If you cannot attend the AGM in person, you can still take part in the democratic working of the Society by appointing the Chair or another member as a proxy on your behalf.